

Jonathan L. Flaxer, Esq.
GOLENBOCK EISEMAN ASSOR BELL & PESKOE LLP
437 Madison Avenue
New York, New York 10022
(212) 907-7300

David B. Shemano, Esq.
PEITZMAN, WEG & KEMPINSKY LLP
2029 Century Park East, Suite 3100
Los Angeles, CA 90067
(310) 552-3100

Proposed Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
CLUB VENTURES INVESTMENTS LLC, ¹)	Case No. 11-10891 (ALG)
)	
Debtors.)	
)	Jointly Administered
)	

DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

The above captioned debtor (the "Debtor"), hereby submits its Statement of Financial Affairs (the "SOFA"). The Debtor and its affiliates form a premiere boutique gym company operating stylish, upscale fitness clubs in four metropolitan areas in the United States under the name DavidBartonGym. The Debtor's business is managed by its Chief Executive Officer, David Barton, and its Chief Financial Officer, Stephen Schwartz, who are responsible for maintaining the Debtor's books and records. Based on the information available to these executives, the Debtor has attempted to provide complete and accurate information, but no assurance can be made that the information is complete and accurate, as the books and records of the Debtor have not been audited or verified. The

¹ The following cases are jointly administered: 11-10891; 11-10892; 11-10894; 11-10893; 11-10896; 11-10895; 11-10897; 11-10900; 11-10898; 11-10899; 11-10901; 11-10902; 11-10903; 11-10905; 11-10904; 11-10906; 11-10907; 11-10908.

Debtor is, however, continuing to review and update the books and records and other financial information, and the information provided in the SOFA, and the attached exhibits, may need to be augmented or corrected in the future. Nothing contained in or omitted from the SOFA and attached exhibits constitutes or should be deemed an admission by the Debtor, and the Debtor reserves the right to amend the SOFA and attached exhibits periodically to the extent necessary to reflect new or additional information.

Any failure to designate a claim or lien listed on the SOFA as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtor that such claim or lien is not “disputed,” “contingent,” or “unliquidated.” The Debtor reserves the right to dispute, or to assert offsets or defenses to, (i) any claim reflected on the SOFA as to amount, liability, priority, or classification, or (ii) any lien reflected on the SOFA as to validity, priority, or extent, or to otherwise subsequently designate any claim or lien as “disputed,” “contingent,” or “unliquidated.” Similarly, the designation of a contract or lease as “executory” does not constitute an admission by the Debtor that such contract or lease exists or is in fact “executory,” and the Debtor reserves the right to dispute that such contract or lease exists or is in fact “executory.”

Dated: Los Angeles, California
April 21, 2011

PEITZMAN, WEG & KEMPINSKY LLP

By: /s/ David B. Shemano

David B. Shemano
2029 Century Park East, Suite 3100
Los Angeles, CA 90067
(310) 552-3100

and

Jonathan L. Flaxer, Esq.
GOLENBOCK EISEMAN ASSOR BELL & PESKOE LLP
437 Madison Avenue
New York, New York 10022
(212) 907-7300

Proposed Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

Southern District of New York

In re: Club Ventures Investments LLC,
DebtorCase No. 11-10891
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of businessNone
☒

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

Note: Payables funded from operating entities via bank sweep

2. Income other than from employment or operation of business

None
☒

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None
☐

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT
STILL OWING

None
☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERS

AMOUNT
PAID OR
VALUE OF
TRANSFERS

AMOUNT
STILL
OWING

See Exhibit 3b

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

None

☐

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	--------------------	----------------	-----------------------

See attached Exhibit 3c

4. Suits and administrative proceedings, executions, garnishments and attachments

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Mark Berkowitz v. Club Ventures Investments LLC d/b/a/ David Barton Gym, David Barton and John Howard Case Number: 602824/07	Employment Contract Claim	Supreme Court of the State of New York County of New York	Pending Date Filed: November 30, 2007

None

☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	--------------------	---

5. Repossessions, foreclosures and returns

None

☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	---

6. Assignments and receiverships

None
☒

a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
---------------------------------	-----------------------	---

None
☒

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE Of PROPERTY
----------------------------------	--	------------------	---

7. Gifts

None
☒

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------------	-----------------	-------------------------------------

8. Losses

None
☒

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
---	--	-----------------

9. Payments related to debt counseling or bankruptcy

None
☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Peitzman, Weg & Kempinsky LLP 2029 Century Park East, Suite 3100 Los Angeles, CA 90067	1/27/2011	\$75,000 - Total amount received on behalf of 18 affiliated debtors

10. Other transfers

None
☒

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	--

None
☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

11. Closed financial accounts

None
☒

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
------------------------------------	--	--

12. Safe deposit boxesNone
☒

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------------	---

13. SetoffsNone
☒

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	-------------------	---------------------

14. Property held for another personNone
☒

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
------------------------------	--------------------------------------	----------------------

15. Prior address of debtorNone
☒

If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	--------------------------

18. Nature, location and name of business

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing

executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	-------------------------------

See Exhibit 18a

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None



a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

See attached Exhibit 19a

None



b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

CBIZ Mahoney Cohen

1065 Avenue of the Americas
New York, NY 10018

2006-Present

None
☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

Stephen Schwartz
Brian Reeves
Jessica Cohen

50 West 23rd Street, 5th Floor
New York, NY 10010

None
☒

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None
☒

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT
OF INVENTORY
(Specify cost, market or other
basis)

None
☒

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES
OF CUSTODIAN
OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None
☐

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None
☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

See Exhibit 21b

22 . Former partners, officers, directors and shareholdersNone
☐

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None
☐

b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Elan Ben-Avi 500 E. 77th St #1615, New York, NY 10162	ex-COO	12/31/2010

23 . Withdrawals from a partnership or distributions by a corporationNone
☐

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
See Exhibit 23		

24. Tax Consolidation Group.None
☐

If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
Club Ventures Investments LLC	20-1250014

25. Pension Funds.None
☒

If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------


[If completed by an individual or individual and spouse]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date	_____	Signature of Debtor	_____
Date	_____	Signature of Joint Debtor (if any)	_____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date	<u>4/21/2011</u>	Signature	
		Print Name and Title	<u>Stephen Schwartz, CFO</u>

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

6 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social-Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. § 156.

Club Ventures Investments LLC**Case Number 11-10891****Exhibit 3b Payments to Creditors**

Date	Trans Desc	Withdrawal Amt
12/1/10	Bank of America	20,374.40
12/28/10	Bank of America	9,750.00
12/31/10	Bank of America	20,427.77
1/27/11	Bank of America	10,075.00
2/1/11	Bank of America	15,104.24
2/28/11	Bank of America	10,075.00
3/1/11	Bank of America	13,229.46
	Bank of America Total	99,035.87
3/1/11	Meridian Sports Clubs Californ	50,000.00
	Meridian Sports Clubs Californ Total	50,000.00
1/27/11	Peitzman Weg & Kempinsky, LLP	75,000.00
	Peitzman Weg & Kempinsky, LLP Total	75,000.00
12/31/10	Praesidian Interest	10,305.39
	Praesidian Interest Total	10,305.39
3/1/11	Shadow Public Relations	25,000.00
	Shadow Public Relations Total	25,000.00
12/31/10	SPV1&2	12,783.27
	SPV1&2 Total	12,783.27
2/22/11	The Abernathy MacGregor Group	5,000.00
2/28/11	The Abernathy MacGregor Group	15,000.00
	The Abernathy MacGregor Group Total	20,000.00

Note: Frequent bank sweeps between Debtor and Club Ventures Investments LLC made in the ordinary course pursuant to the company's cash management system are not included, but can be provided upon request.

Club Ventures Investments LLC

Case Number 11-10891

SOFA Exhibit 3c - Payments to creditors. List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders.

Payee	Date	Trans Description	Payment Amount
Praesidian Capital Partners, LLC	3/1/10	Interest	\$38,928.00
Praesidian Capital Partners, LLC	3/1/10	Interest	\$7,216.00
Praesidian Capital Partners, LLC	3/1/10	Interest	\$47,944.00
Praesidian Capital Partners, LLC	3/31/10	Interest	\$39,252.38
Praesidian Capital Partners, LLC	3/31/10	Interest	\$7,276.26
Praesidian Capital Partners, LLC	3/31/10	Interest	\$48,376.63
Praesidian Capital Partners, LLC	4/30/10	Interest	\$12,202.00
Praesidian Capital Partners, LLC	4/30/10	Interest	\$1,834.00
Praesidian Capital Partners, LLC	4/30/10	Interest	\$9,895.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$9,953.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$12,273.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$1,845.00
Praesidian Capital Partners, LLC	6/30/10	Interest	\$10,010.65
Praesidian Capital Partners, LLC	6/30/10	Interest	\$12,344.85
Praesidian Capital Partners, LLC	6/30/10	Interest	\$1,855.69
Praesidian Capital Partners, LLC	7/29/10	Interest	\$10,069.04
Praesidian Capital Partners, LLC	7/29/10	Interest	\$1,866.51
Praesidian Capital Partners, LLC	7/29/10	Interest	\$12,416.86
Praesidian Capital Partners, LLC	8/31/10	Interest	\$10,127.78
Praesidian Capital Partners, LLC	8/31/10	Interest	\$12,489.30
Praesidian Capital Partners, LLC	8/31/10	Interest	\$1,877.40
Praesidian Capital Partners, LLC	9/30/10	Interest	\$10,186.86
Praesidian Capital Partners, LLC	9/30/10	Interest	\$12,562.15
Praesidian Capital Partners, LLC	9/30/10	Interest	\$1,888.35
Praesidian Capital Partners, LLC	11/3/10	Interest	\$10,226.14
Praesidian Capital Partners, LLC	11/3/10	Interest	\$1,899.37
Praesidian Capital Partners, LLC	11/3/10	Interest	\$12,635.43
Praesidian Capital Partners, LLC	11/30/10	Interest	\$10,265.65
Praesidian Capital Partners, LLC	11/30/10	Interest	\$12,709.14
Praesidian Capital Partners, LLC	11/30/10	Interest	\$1,910.45
Praesidian Capital Partners, LLC	12/31/10	Interest	\$10,305.39
Praesidian Capital Partners, LLC	12/31/10	Interest	\$12,783.27
Praesidian Capital Partners, LLC	12/31/10	Interest	\$1,921.59
Total Praesidian Capital Partners, LLC			\$409,347.14
Meridian Sports Clubs Californ	3/1/11		50,000.00
Total Meridian Sports Clubs Californ Total			50,000.00
SPV1&2	12/31/10		12,783.27
SPV1&2 Total			12,783.27

Note: Frequent bank sweeps between Debtor and Club Ventures Investments LLC made in the ordinary course pursuant to the company's cash management system are not included, but can be provided upon request.

Club Ventures Investments LLC

Case Number 11-10891

SOFA Exhibit 18a - Nature, Name and location of business.

NAME	EIN #	ADDRESS	NATURE OF BUSINESS	BEGINNING/ ENDING DATES
Club Ventures II, LLC	41-2111953	215 W. 23rd St., New York, NY 10011	23rd St. Landlord Leaseholder	9/23/2003-Present
CV 2, LLC	20-0938966	215 W. 23rd St., New York, NY 10011	23rd St. Leased Assets	3/31/2004-Present
CV II Gym, LLC	20-0939009	215 W. 23rd St., New York, NY 10011	23rd St. Operating Company	3/31/2004-Present
Club Ventures III, LLC	14-1885054	600 W. Chicago Ave., Chicago, IL 60610	Chicago Landlord Leaseholder	5/27/2003-Present
CV 3, LLC	20-0939057	600 W. Chicago Ave., Chicago, IL 60610	Chicago Leased Assets	3/31/2004-Present
CV III Gym, LLC	20-0939072	600 W. Chicago Ave., Chicago, IL 60610	Chicago Operating Company	3/31/2004-Present
Club Ventures IV, LLC	20-4104475	2301-2399 Collins Ave., Miami Beach, FL 33139	Gansevoort Leasehold Company	10/28/2005-Present
CV 4 Leasing, LLC	20-5993565	50 W. 23rd St, 5th Fl., New York, NY 10010	Leasing Company	11/29/2006-Present
CV IV Gym, LLC	20-5652762	2301-2399 Collins Ave., Miami Beach, FL 33139	Gansevoort Operating Company	9/22/2006-Present
Club Ventures V, LLC	20-5688847	50 W. 23rd St, 5th Fl., New York, NY 10010	Leasehold Company	7/6/2006-Present
Club Ventures VI, LLC	20-5824324	50 W. 23rd St, 5th Fl., New York, NY 10010	Corporate Office Leasehold Company	10/25/2006-Present
CV VI, LLC	20-8117541	50 W. 23rd St, 5th Fl., New York, NY 10010	Corporate Operations	12/26/2006-Present
CV VII GYM, LLC	20-5824324	50 W. 23rd St, 5th Fl., New York, NY 10010	Corporate Operations	11/21/2006-Present
Club Ventures VIII, LLC	26-0460990	4-20 Astor Place, New York, NY 10003	Astor Place Landlord Leaseholder	6/29/2007-Present
CV VIII Gym, LLC	26-3066222	4-20 Astor Place, New York, NY 10003	Astor Place Operating Company	7/22/2008-Present
Club Ventures IX, LLC	20-8739018	1510 Bay Road, 8th Fl., Miami Beach, FL 33139	Flamingo Club Operator	3/29/2007-Present
Club Ventures X, LLC	26-0437628	11111 NE 8th St., Bellevue, WA 98045	Bellevue Landlord Leaseholder	6/18/2007-Present
CV X Gym, LLC	26-3066307	11111 NE 8th St., Bellevue, WA 98045	Bellevue Operating Company	7/22/2008-Present
Club Ventures XI, LLC	26-0900113	Wells & Roosevelt Road, Chicago IL	Leasehold Company	8/28/2007- Present
Club Ventures XII, LLC	26-1348759	Queensbridge Sumerlin, Nevada	Leasehold Company	10/1/2007-Present
DB 85 Gym Corp.	13-3793182	30 E. 85th St., New York, NY 10028	85th St. Operating Company	10/7/1994-Present

Club Ventures Investments LLC
Case Number 11-10891

SOFA Exhibit 19a - Books, records and financial statements. a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME	ADDRESS	DATES OF SERVICES RENDERED
Craig Harrington	50 West 23rd Street, 5th Fl, New York, NY 10010	5/6/2002 – 3/5/2010
Terri Tsang	50 West 23rd Street, 5th Fl, New York, NY 10010	5/19/2003 – 11/20/2009
Nathan Farkas	50 West 23rd Street, 5th Fl, New York, NY 10010	1/11/2010 – 8/26/2010
Brian Reeves	50 West 23rd Street, 5th Fl, New York, NY 10010	1/5/2009 -Present
Stephen Schwartz	50 West 23rd Street, 5th Fl, New York, NY 10010	3/4/2009 - Present
Jessica Cohen	50 West 23rd Street, 5th Fl, New York, NY 10010	1/25/2010 - Present

Club Ventures Investments LLC
Case Number 11-10891

SOFA Exhibit 21b - Current Partners, Officers, Directors and Shareholders. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME	ADDRESS	TITLE	NATURE & PERCENTAGE OF STOCK OWNERSHIP
LBN Holding LLC	277 Park Ave., 39th Fl, New York, NY 10072	Equityholder, Manager	Common units, Preferred series B, Class A Membership Units of 1.1206 & 51% Company ownership Preferred Series A, Class A Membership Units of 1.2370, 6.07659, & 0.2391 Class A Membership Units and 49% Company ownership
Praesidian Capital	419 Park Ave S., 8th Fl, New York, NY 10016	Equityholder	
David Barton	163 W. 22nd St, #1, New York, NY 10010	Equityholder, CEO, Manager	
Jason Drattell	419 Park Avenue South, New York, NY 10016	Manager	
Stephen Schwartz	50 West 23rd Street, 5th Floor, New York, NY 10010	CFO	
Charles Grieve	1001 4th Street, San Rafael, CA 94901	Chairman, Manager	

Club Ventures Investments LLC**Case Number 11-10891****SOFA Exhibit 23 - Withdrawals from a partnership or distributions by a corporation**

Payee	Date	Trans Description	Payment Amount
Praesidian Capital Partners, LLC	3/1/10	Interest	\$38,928.00
Praesidian Capital Partners, LLC	3/1/10	Interest	\$7,216.00
Praesidian Capital Partners, LLC	3/1/10	Interest	\$47,944.00
Praesidian Capital Partners, LLC	3/31/10	Interest	\$39,252.38
Praesidian Capital Partners, LLC	3/31/10	Interest	\$7,276.26
Praesidian Capital Partners, LLC	3/31/10	Interest	\$48,376.63
Praesidian Capital Partners, LLC	4/30/10	Interest	\$12,202.00
Praesidian Capital Partners, LLC	4/30/10	Interest	\$1,834.00
Praesidian Capital Partners, LLC	4/30/10	Interest	\$9,895.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$9,953.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$12,273.00
Praesidian Capital Partners, LLC	5/31/10	Interest	\$1,845.00
Praesidian Capital Partners, LLC	6/30/10	Interest	\$10,010.65
Praesidian Capital Partners, LLC	6/30/10	Interest	\$12,344.85
Praesidian Capital Partners, LLC	6/30/10	Interest	\$1,855.69
Praesidian Capital Partners, LLC	7/29/10	Interest	\$10,069.04
Praesidian Capital Partners, LLC	7/29/10	Interest	\$1,866.51
Praesidian Capital Partners, LLC	7/29/10	Interest	\$12,416.86
Praesidian Capital Partners, LLC	8/31/10	Interest	\$10,127.78
Praesidian Capital Partners, LLC	8/31/10	Interest	\$12,489.30
Praesidian Capital Partners, LLC	8/31/10	Interest	\$1,877.40
Praesidian Capital Partners, LLC	9/30/10	Interest	\$10,186.86
Praesidian Capital Partners, LLC	9/30/10	Interest	\$12,562.15
Praesidian Capital Partners, LLC	9/30/10	Interest	\$1,888.35
Praesidian Capital Partners, LLC	11/3/10	Interest	\$10,226.14
Praesidian Capital Partners, LLC	11/3/10	Interest	\$1,899.37
Praesidian Capital Partners, LLC	11/3/10	Interest	\$12,635.43
Praesidian Capital Partners, LLC	11/30/10	Interest	\$10,265.65
Praesidian Capital Partners, LLC	11/30/10	Interest	\$12,709.14
Praesidian Capital Partners, LLC	11/30/10	Interest	\$1,910.45
Praesidian Capital Partners, LLC	12/31/10	Interest	\$10,305.39
Praesidian Capital Partners, LLC	12/31/10	Interest	\$12,783.27
Praesidian Capital Partners, LLC	12/31/10	Interest	\$1,921.59
		Total Praesidian Capital Partners, LLC	\$409,347.14
Meridian Sports Clubs Californ	3/1/11		50,000.00
		Total Meridian Sports Clubs Californ Total	50,000.00
SPV1&2	12/31/10		12,783.27
		SPV1&2 Total	12,783.27

Note: Frequent bank sweeps between Debtor and Club Ventures Investments LLC made in the ordinary course pursuant to the company's cash management system are not included, but can be provided upon request.

United States Bankruptcy Court

Southern District Of New York

In re

Club Ventures Investments LLC

Case No. 11-10891

Debtor

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ -

Prior to the filing of this statement I have received \$ 75,000*

Balance Due \$ -

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

* Peitzman, Weg & Kempinsky LLP has accepted a retainer in the amount of \$75,000 for services rendered for the above captioned Debtor, its parent company, and 17 of its subsidiaries, which are chapter 11 debtors in separate case filed on 3/03/11.

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR (Continued)

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceedings.

April 21, 2011

Date

/s/ David B. Shemano

Signature of Attorney

Peitzman, Weg & Kempinsky LLP

Name of law firm